

P97000092084

PAUL M. TABIO, P. A.

Attorney & Counsel at Law

705 N. PARSONS AVENUE
BRANDON, FLORIDA 33510

TEL. (813) 689-7100 • FAX: (813) 681-0135

August 29, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

EFFECTIVE DATE

10-23-97

Florida Bread Distributors

FILED
97 OCT 27 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: ~~W. D. Enterprises, Inc.~~

Gentlemen:

400002284044--7

⑧ -09/03/97--01065--006
***122.50 ***122.50

Enclosed please find the Articles of Incorporation for the subject corporation and my check in the amount of \$122.50 to cover the Charter Tax, Filing Fee, Certified Copy Fee and Registered Agent Fee.

I would appreciate your filing these Articles, certifying them as the Articles of Incorporation and returning them to my office.

Very truly yours,

Dictated by
Paul M. Tabio
but mailed without his
review to avoid delay

PAUL M. TABIO, ESQ.

PMT/ph
Enclosure

Confidential
P93-10928

789, 2551, 2544, 2550
W97-20467

B. REGISTER OCT 27 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 5, 1997

PAUL M TABIO, ESQUIRE
705 N PARSONS AVE
BRANDON, FL 33510

SUBJECT: W. D. ENTERPRISES, INC.
Ref. Number: W97000020467

We have received your document for W. D. ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 197A00044334

Law Office of
PAUL M. TABIO, P. A.

Attorney & Counsel at Law

705 N. PARSONS AVENUE
BRANDON, FLORIDA 33510
TEL. (813) 689-7100 • FAX (813) 661-0135
October 22, 1997

Ms. Beth Register
Corporate Specialist Supervisor
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32301

Re: Florida Bread Distributors, Inc.

Dear Ms. Register:

Enclosed herewith please find another set of Articles of Incorporation for my client, Danny Caro, pursuant to your letter dated September 5, 1997, a copy of which is enclosed as directed. The new name for his corporation is the Fictitious Trade Name under which he operates in Hillsborough County, so hopefully this name has not be used.

If you have any questions or require any further information, please do not hesitate to contact me and thank you very much for your attention and assistance regarding this matter.

Very truly yours,

Dictated by
Paul M. Tabio
but mailed without his
review to avoid delay
PAUL M. TABIO, ESQ.

PMT/ph
Enclosures as indicated

EFFECTIVE DATE
10-23-97

ARTICLES OF INCORPORATION
OF
FLORIDA BREAD DISTRIBUTORS, INC.

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the Corporation shall be:

FLORIDA BREAD DISTRIBUTORS, INC.
7009 North Dormany Road
Plant City, Florida 33565.

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The Corporation shall primarily engage in the business of delivery of bread and pastry products and related activities, and may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which should be designated "Common Shares."

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$100.00.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 7009 North Dormany Road, Plant City, Florida 33565.

The name of the initial registered agent of this Corporation at that address is: DANNY CARO.

ARTICLE VII - DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII

The name and street address of the member of the first Board of Directors is as follows:

DANNY CARO	7009 North Dormany Road, Plant City, Florida 33565.
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ARTICLE IX - INCORPORATORS

The name and address of the initial subscriber signing these Articles is as follows:

DANNY CARO	7009 North Dormany Road, Plant City, Florida 33565.
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ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially by the Board of Directors at the initial corporate meeting. Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons

unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the President, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XIII

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

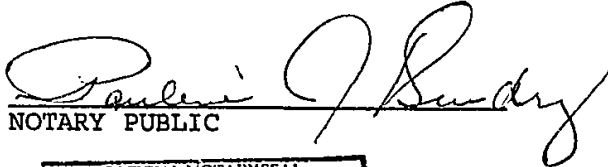
IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation, on this 23rd day of October, 1997.

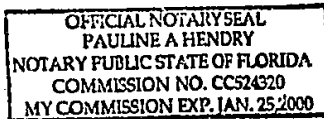
Danny Caro
DANNY CARO

STATE OF FLORIDA,

COUNTY OF HILLSBOROUGH:

The foregoing instrument was acknowledged before me this 23rd
day of October, 1997 by DANNY CARO, who is personally known
to me or who has produced EDL # C600-167-60-458-0 as
identification and who did / did not take an oath.


NOTARY PUBLIC




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted. FLORIDA BREAD DISTRIBUTORS, INC. desiring to organize under the laws of the State of Florida with it's principal office as indicated in the Articles of Incorporation at 7009 North Dormany Road, Plant City, County of Hillsborough, State of Florida, has named DANNY CARO at that address, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


DANNY CARO

FILED
97 OCT 27 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA